



APR/6/5

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
(Attorney Docket No.: 107223.187 (US5))

Applicant(s): BAICHWAL, et al.

Application No.: 10/047,060

Filing Date: January 14, 2002

Entitled: CONTROLLED RELEASE INSUFFLATION CARRIER FOR MEDICAMENTS

Examiner: C. A. Azpuru

Art Unit: 1615

Commissioner of Patents
P.O. Box 1450
Alexandria, VA 22313-1450

CERTIFICATE OF MAILING (37 C.F.R. § 1.8(a))

I hereby certify that this correspondence is being deposited with the United States Postal Service as First Class Mail in an envelope addressed To Commissioner for Patents P.O. Box 1450, Alexandria, VA 2231301450, on the date indicated below.

Date: 4/11/04 By: Sarah Farris,
Sarah L. Farris

REVOCATION OF PREVIOUS POWER OF ATTORNEY, APPOINTMENT OF NEW ATTORNEY, and CHANGE OF CORRESPONDENCE ADDRESS and ATTORNEY DOCKET NUMBER

Commissioner:

The undersigned, Penwest Pharmaceuticals Co. owner of the above-identified United States patent application, hereby revokes all powers of attorney previously granted and appoints the following practitioners with full power of substitution and revocation to prosecute the patent application and to transact all business in the Patent and Trademark Office connected therewith.

CUSTOMER NUMBER: 23483

All future correspondence should be sent to:

Colleen Superko
Hale and Dorr LLP
60 State Street
Boston, MA 02109
Telephone No.: (617) 526-6564
Facsimile No.: (617) 526-5000

ATTORNEY DOCKET NUMBER: 107223.187 (US5)

U.S.S.N. 10/047,060
Baichwal, et al.

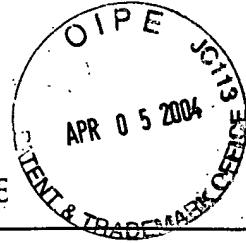
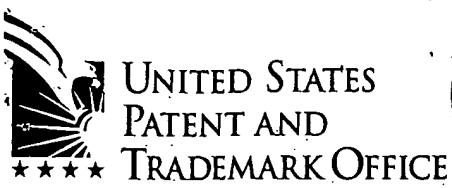
The undersigned states that Penwest Pharmaceuticals Co. is the sole owner of the entire right, title, and interest by virtue of an Assignment recorded in the parent application serial No. 09/361,198 in the United States Patent and Trademark Office on November 26, 2001 at Reel/Frame: 012315/0363 of which the present application is a Continuation. A copy of the Assignment is attached.

By:


Anand R. Baichwal
Chief Scientific Officer,
Senior Vice President of Research and
New Technology Development

Date:

March 15, 2004.



JANUARY 18, 2002

PTAS

DAVIDSON, DAVIDSON & KAPPEL, LLC
LESLYE B. DAVIDSON
485 SEVENTH AVENUE, 14TH FLOOR
NEW YORK, NEW YORK 10018

Chief Financial Officer and Chief Administrative Officer
Washington, DC 20231
www.uspto.gov



101901882A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 11/26/2001

REEL/FRAME: 012315/0363

NUMBER OF PAGES: 8

BRIEF: CHANGE OF NAME (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

EDWARD MENDELL CO., INC.

DOC DATE: 10/31/1997

ASSIGNEE:

PENWEST PHARMACEUTICALS CO.
2981 ROUTE 22
PATTERSON, NEW YORK 12563

SERIAL NUMBER: 09361198

FILING DATE: 07/26/1999

PATENT NUMBER:

ISSUE DATE:

MARCUS KIRK, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

RECEIVED
JAN 25 2002
JAN 25 2002
DAVIDSON, DAVIDSON & KAPPEL
DAVIDSON, DAVIDSON & KAPPEL

11-27-2001

OMB No. 0651-0011 (exp. 4/94)

2 SHEET

101901882
PATENTS ONLY

11-26-01

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party:
Edward Mendell Co., Inc.

APR 05 2004

Additional name(s) of conveying party(ies) attached?
[] Yes [X] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [X] Change of Name
[] Other _____

Execution Date(s): October 31, 1997

2. Name and address of receiving party:

Name: Penwest Pharmaceuticals Co.

Street Address: 2981 Route 22

City: Patterson State: New York ZIP: 12563

Country: United States

Additional name(s) & address(es) attached? [] Yes [X] No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No. 09/361,198
Filed on July 26, 1999

B. Patent No.(s)

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and patents involved: [1]

Name: Davidson, Davidson & Kappel, LLC

7. Total fee (37 CFR 3.41).....\$.40.00

Internal Address: _____

[X] Enclosed

Street Address: 485 Seventh Avenue, 14th Floor

[] Authorized to be charged to deposit account

City: New York State: New York ZIP: 10018

8. Deposit account number: 50-0552

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Leslye B. Davidson

Name of Person Signing

Signature

November 13, 2001

Date

Total number of pages including cover sheet, attachments, and document: [13]

Docket No. 540.1004 Con

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

7/2001 LMIELLER 00000051 09361198

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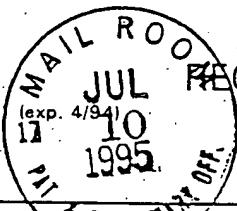
MRD
7-10-95

08-04-1995

581

FORM PTO-1595
(Rev. 6-93)

OMB No. 0651-001



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1 SHEET

PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party

Anand R. BAICHWAL
John N. STANIFORTH

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

3. Nature of conveyance:

[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other

Execution Date: June 12, 1995 and June 29, 1995

2. Name and address of receiving party(XXX)

Name: Edward Mendell Co., Inc.

Internal Address: _____

Street Address: 2981 Route 22

City: Patterson, NY Country US ZIP: 12563-9970

Additional name(s) & address(es) attached? [] Yes [X] No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)

08/419,635

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Steinberg, Raskin & Davidson, P.C.

Internal Address: 540.1004

Street Address: 1140 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and patents involved: []

7. Total fee (37 CFR 3.41).....\$ 80.00

[X] Enclosed

[] Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael N. Mercanti
Name of Person Signing

Signature

July 7, 1995

Date

Total number of pages including cover sheet, attachments, and document: []

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

180 SE 08/01/95 08419635

1 581 80.00 CK

Atty. Docket No.: 540.1004

ASSIGNMENT OF APPLICATION FOR PATENT

Whereas, Anand R. Baichwal and John N. Staniforth of 5 Kendall Drive, Wappingers Falls, New York 12590 and High Trees, 170 Bloomfield Road, Bath, BA2 2AT, England, respectively have invented certain new and useful improvements in CONTROLLED RELEASE INSUFFLATION CARRIER FOR MEDICAMENTS
(Title of Invention)

for which they have made application for
(He has made-or is about to make)

Letters Patent of the United States of America:

And Whereas, Edward Mendell Co., Inc., 2981 Route 22, Patterson, New York, 12563-9970 is desirous of acquiring an interest therein and in the Letters Patent to be obtained therefor from the United States:

Now Therefore, be it known by all whom it may concern, that for and in consideration of One Dollar(s) (\$1.00--) and other valuable consideration to us in hand paid, the receipt of which is hereby acknowledged we has assigned, sold, and set over, and by these presents do assign, sell, and set over unto the said Edward Mendell Co., Inc.

~~for the territory of the United States of America, and not elsewhere.~~

~~for the territory of the United States of America, and for all foreign countries~~

* all right, title, and interest in and to the said invention, as fully set forth and described in the specification prepared and executed by us on

1995
filed April 7, 1995, serial No. 08/419,635, preparatory to obtaining Letters Patent therefor; said invention, application and Letters Patent to be held and enjoyed by the said Edward Mendell Co., Inc. for their own use and behoof, and for

to the full end of the term for which said Letters Patent are granted, as fully and entirely as the same would have been held by us had this assignment and sale not been made.

A. R. Baichwal

(Inventor's full signature)

(Date)

ANAND R. BAICHWAL

(Inventor's full signature)

(Date)

(Inventor's full signature)

(Date)

(Inventor's full signature)

(Date)

JOHN N. STANIFORTH

(Inventor's full signature)

(Date)

(Inventor's full signature)

(Date)

* Either one of these lines MUST be cancelled.

* State whether the full and exclusive right, or what part of the whole interest is assigned.

Atty. Docket No.: 540.1004

ASSIGNMENT OF APPLICATION FOR PATENT

Whereas, Anand R. Batchwal and John N. Staniforth of 5 Kendall Drive, Wappingers Falls, New York 12590 and High Trees, 170 Bloomfield Road, Bath, BA2 2AT, England, respectively have invented certain new and useful improvements in CONTROLLED RELEASE INSUFFLATION CARRIER FOR MEDICAMENTS
(Title of Invention)

for which they have made application for
(He has made or is about to make)

Letters Patent of the United States of America:

And Whereas, Edward Mendell Co., Inc., 2981 Route 22, Patterson, New York 12563-9970 is desirous of acquiring an interest therein and in the Letters Patent to be obtained therefor from the United States:

Now Therefore, be it known by all whom it may concern, that for and in consideration of One Dollar(s) (\$1.00--) and other valuable consideration to us in hand paid, the receipt of which is hereby acknowledged we has assigned, sold, and set over, and by these presents do assign, sell, and set over unto the said Edward Mendell Co., Inc.

I for the territory of the United States of America and not elsewhere.

I for the territory of the United States of America, and for all foreign countries

* all right, title, and interest in and to the said invention, as fully set forth and described in the specification prepared and executed by us on

1995

filed April 7, 1995, serial No. 08/415,635, preparatory to obtaining Letters Patent therefor; said invention, application and Letters Patent to be held and enjoyed by the said Edward Mendell Co., Inc. for their own use and behoof, and for

to the full end of the term for which said Letters Patent are granted, as fully and entirely as the same would have been held by us had this assignment and sale not been made.

(Inventor's full signature) (Date)
ANAND R. BATCHWAL

(Inventor's full signature) (Date)
JOHN N. STANIFORTH 29/6/95

(Inventor's full signature) (Date)

(Inventor's full signature) (Date)

(Inventor's full signature) (Date)

(Inventor's full signature) (Date)

* Either one of these lines MUST be cancelled.

* State whether the full and exclusive right, or what part of the whole interest is assigned.



540.1004 Con

UNITED STATES PATENT & TRADEMARK OFFICE

Re: Application of: Anand R. Baichwal, et al. Examiner: A. Azpuru
Serial No.: 09/361,198 Group Art Unit: 2165
Filed: July 26, 1999
For: Controlled Release Insufflation Carrier For Medicaments

Box: Assignments
Assistant Commissioner for Patents
Washington, D.C. 20231

November 13, 2001

CHANGE OF NAME OF ASSIGNEE

1. PARTICULARS OF ASSIGNMENT

An assignment has been recorded in the Patent and Trademark Office for this invention on July 10, 1995. A copy of the recorded assignment is enclosed.

Reel 7543

Frame 0885

2. OLD NAME OF ASSIGNEE

The old name of the assignee shown on the above assignment is **Edward Mendell Co., Inc.**

3. NEW NAME OF ASSIGNEE

The new name of the assignee is **Penwest Pharmaceuticals Co.**

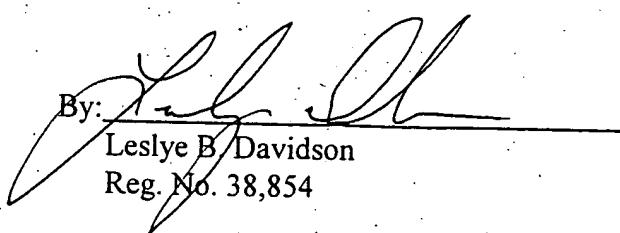
4. PROOF OF NAME CHANGE

Proof of name change is established by the attached certificate of the Secretary of State of Washington showing the name change.

5. PAYMENT OF FEE

Enclosed is a check in the amount of \$40.00 to cover the cost of recordation of the name change of the assignee.

Respectfully submitted,
DAVIDSON, DAVIDSON & KAPPEL, LLC

By: 

Leslye B. Davidson
Reg. No. 38,854

Davidson, Davidson & Kappel, LLC
485 Seventh Avenue, 14th Floor
New York, New York 10018
(212) 736-1940



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

NOVEMBER 22, 1995.

PTAS

MICHAEL N. MERCANTI
STEINBERG, RASKIN & DAVIDSON, P.C.
540.1004
1140 AVENUE OF THE AMERICAS
NEW YORK, NY 10036



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UNITED STATES PATENT AND TRADEMARK OFFICE
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PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 07/10/1995

REEL/FRAME: 7543/0885

NUMBER OF PAGES: 3

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

BAICHWAL, ANAND R.

DOC DATE: 06/12/1995

ASSIGNOR:

STANIFORTH, JOHN N.

DOC DATE: 06/29/1995

ASSIGNEE:

EDWARD MENDELL CO., INC.
2981 ROUTE 22
PATTERSON, NEW YORK 12563-9970

FILING DATE: 04/07/1995

ISSUE DATE:

SERIAL NUMBER: 08419635

PATENT NUMBER:

REGINA COATES, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

RECEIVED

NOV 30 1995

STEINBERG, RASKIN, DAVIDSON

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

PENWEST PHARMACEUTICALS CO.

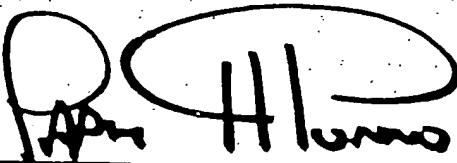
Amending and Restating Articles

as filed in this office on October 31, 1997.

Date: February 29, 2000

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital




Ralph Munro

Ralph Munro, Secretary of State

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

PENWEST PHARMACEUTICALS CO.

a Washington Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Amending and Restating Articles

UBI Number: 601 299 584

Date: October 31, 1997



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature of Ralph Munro, consisting of the first name "RALPH" and the last name "MUNRO" followed by a stylized "H".
Ralph Munro, Secretary of State
2-438413-3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PENWEST PHARMACEUTICALS CO.

FILED
STATE OF WASHINGTON
OCT 31 1997
RALPH MUNRO
SECRETARY OF STATE

44-11105/1997-441114
OCT 31 1997
R.M.
10/31/1997-9

Pursuant to RCW 23B.10.070 of the Washington Business Corporation Act, Edward Mendell Co., Inc., a Washington corporation, hereby amends and restates its Articles of Incorporation as follows:

ARTICLE 1. NAME

The name of the corporation is Penwest Pharmaceuticals Co.

ARTICLE 2. PURPOSE

The purpose of the corporation is to engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Washington Business Corporation Act.

ARTICLE 3. REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 4700 Two Union Square, 601 Union Street, Seattle, Washington 98101, and the name of its registered agent is Bogle & Co.

ARTICLE 4. SHARES

The total number of shares of stock which the corporation has authority to issue is 40,000,000 shares, consisting of 39,000,000 shares of common stock, par value \$0.001 per share, and 1,000,000 shares of preferred stock, par value \$0.001 per share.

The preferred stock may be issued from time to time in one or more series in any manner permitted by law and these Restated Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The Board of Directors shall have the authority to fix and determine and to amend, subject to the provisions hereof, the designations, preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established. Unless otherwise provided in the resolution establishing any series, the Board of Directors shall have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

ARTICLE 5. PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of the corporation.

ARTICLE 6. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of the corporation.

ARTICLE 7. DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE 8. DIRECTORS

The directors shall be divided into three classes, designated Class I, Class II and Class III. Initially, Class I directors shall be elected for a term ending at the first annual meeting of shareholders after their election, Class II directors shall be elected for a term ending at the second annual meeting of shareholders after their election, and Class III directors shall be elected for a term ending at the third annual meeting of shareholders after their election. At each annual meeting of shareholders thereafter, successors to the class of directors whose term expires at that annual meeting shall be elected to serve until the third succeeding annual meeting of shareholders. If the number of directors is changed in the manner provided by the Bylaws, any increase or decrease shall be apportioned among the classes so that the number of directors in each class is as nearly equal as possible. A director shall hold office until the annual meeting of shareholders at which such director's term expires and until such director's successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled only by the affirmative vote of a majority of all the directors then in office (although less than a quorum) or by the sole remaining director. The term of a director elected to fill a vacancy shall expire at the next shareholders' meeting at which directors are elected.

A director may be removed only for cause by affirmative vote of the holders of not less than two-thirds of the shares entitled to vote in the election of such director.

ARTICLE 9. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the corporation. The shareholders shall also have the power to adopt, amend or repeal the Bylaws of the corporation upon the affirmative vote of the holders of not less than two-thirds of the shares entitled to vote thereon.

ARTICLE 10. AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal these Restated Articles of Incorporation in any manner permitted by law, and the rights of the shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles 6, 8, 9, 10, 12 and 13 may be amended or repealed only upon the affirmative vote of the holders of not less than two-thirds of the shares entitled to vote thereon.

ARTICLE 11. LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Washington Business Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of this Article 11 shall not adversely affect any right or protection of a director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 12. SPECIAL SHAREHOLDERS' MEETINGS

If the corporation is not a "Public Company" (as hereinafter defined), then special meetings of the shareholders may be called at any time by the Board of Directors, the Chairman of the Board of Directors or the President of the corporation or by the holders of at least 25% of all the votes entitled to be cast on any issue proposed to be considered at such special meeting in accordance with RCW 23B.07.020. If the corporation is a Public Company, then special meetings of the shareholders may be called by the Board of Directors, the Chairman of the Board of Directors or the President of the corporation and may not be called by any other person. "Public Company" means a corporation that has a class of equity securities registered with the Securities and Exchange Commission pursuant to Section 12 or 15 of the Securities Exchange Act of 1934, as amended.

ARTICLE 13. SPECIAL VOTING REQUIREMENTS

In addition to any affirmative vote required by law, by these Restated Articles of Incorporation or otherwise, any "Business Combination" (as hereinafter defined) involving the corporation shall be subject to approval in the manner set forth in this Article 13.

Section 13.1. Definitions. For the purposes of this Article:

13.1.1. "Business Combination" means (i) a merger, share exchange or consolidation of the corporation or any of its Subsidiaries with any other corporation; (ii) the sale, lease, exchange, mortgage, pledge, transfer or other disposition or encumbrance, whether in one transaction or a series of transactions, by the corporation or any of its Subsidiaries of all or a substantial part of the corporation's assets otherwise than in the usual and regular course of business; or (iii) any agreement, contract or other arrangement providing for any of the foregoing transactions.

13.1.2. "Continuing Director" means any member of the Board of Directors who was a member of the Board of Directors on October 1, 1997 or who is elected to the Board of Directors after October 1, 1997 upon the recommendation of a majority of the Continuing Directors voting separately and as a subclass of directors on such recommendation.

13.1.3. "Subsidiary" means a corporation, a majority of the outstanding voting shares of which are owned, directly or indirectly, by the corporation.

Section 13.2. Vote Required for Business Combinations.

13.2.1. Supermajority Vote. Except as provided in subsections 13.2.2 and 13.2.3 hereof, the affirmative vote of the holders of not less than two-thirds of the outstanding shares entitled to vote thereon and, to the extent, if any, provided by resolution adopted by the Board of Directors authorizing the issuance of a class or series of common stock or preferred stock, the affirmative vote of the holders of not less than two-thirds of the outstanding shares of such class or series, voting as a separate voting group, shall be required for the adoption or authorization of a Business Combination.

13.2.2. Majority Vote. Notwithstanding subsection 13.2.1 hereof, if a Business Combination shall have been approved by a majority of the Continuing Directors, voting separately and as a subclass of directors, and if such Business Combination is otherwise required to be approved by the corporation's shareholders pursuant to the Washington Business Corporation Act, then the affirmative vote of the holders of not less than a majority of the outstanding shares entitled to vote thereon and, to the extent, if any, provided by resolution adopted by the Board of Directors authorizing the issuance of a class or series of common stock or preferred stock, the affirmative vote of the holders of not less than a majority of the outstanding shares of such class or series, voting as a separate voting group, shall be required for the adoption or authorization of such Business Combination.

13.2.3. No Shareholder Vote. Notwithstanding subsection 13.2.1 or 13.2.2 hereof, if a Business Combination shall have been approved by a majority of the Continuing Directors, voting separately and as a subclass of directors, and if such Business Corporation is not otherwise required to be approved by the corporation's shareholders pursuant to the Washington Business Corporation Act, then no vote of the shareholders of the corporation shall be required for approval of such Business Combination.

DATED: October 30, 1997

Edmund O. Belsheim, Jr.

Edmund O. Belsheim, Jr.
Senior Vice President

CERTIFICATE OF OFFICER

I, Edmund O. Belsheim, Jr., hereby certify that:

1. I am the duly elected Senior Vice President of Penwest Pharmaceuticals Co. (formerly Edward Mendell Co., Inc.) (the "Corporation").
2. The Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A (the "Restatement") supersede the original Articles of Incorporation of the Corporation and any amendments thereto and restatements thereof.
3. The Restatement includes amendments to the Articles of Incorporation which require shareholder approval.
4. The Restatement provides for a reclassification of issued shares, in that the Restatement changes the par value of the capital stock of the Corporation from no par value to \$0.001 par value per share. The certificates evidencing the issued and outstanding shares of common stock of the Corporation shall from and after the effectiveness of the Restatement be deemed to evidence a like number of shares of common stock of the Corporation having a par value of \$0.001 per share.
5. The Restatement was approved by the Board of Directors of the Corporation on October 8, 1997 and by the sole shareholder of the Corporation on October 8, 1997 in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

Date: October 30, 1997

Edmund O. Belsheim Jr.
Edmund O. Belsheim, Jr.
Senior Vice President

Attachment